MARVEL COMICS

UNTOLD TALES of SPIDER-MAN®

STRANGE ENCOUNTER

BUSIEK ▪ STERN ▪ VOKES ▪ GELDHOF

Bitten by a radioactive spider, high school student **Peter Parker** gained the spider's powers, and became the costumed crimefighter the entire world would one day come to know as **Spider-Man!** In the early days of his career, when his amazing powers were still new to him, the teenaged Spider-Man struggled to learn about himself and his abilities, while trying to lead a normal life! It would not be easy....!

Stan Lee PRESENTS

UNTOLD TALES OF SPIDER-MAN

STRANGE ENCOUNTER

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With acknowledgement to the works of STAN LEE & STEVE DITKO

THE CHICAGO MUSEUM OF ANTIQUITIES...

DINGADINGADINGADINGA

WHAT DA HECK IS DIS...?

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DINGADINGADINGADINGA

...SOME KINDA *LANTRIN?*

DEMON SWORD

HURRY UP, JACKIE! WE GOTTA CLEAR OUT BEFORE THE COPS SHOW UP TO CHECK ON THAT *ALARM!*

DINGADINGADINGADINGA

YEAH, BUT THIS IS SOMETHIN'--!

WE CAN'T FENCE NOTHIN' THAT WEIRD. JUST STICK TO THE GOLD AN' SILVER STUFF!

DINGADINGADINGADINGA

YEAH, I GUESS YOU'RE...

...YOU'RE...

...WRONG.

ADINGADINGADING

"THIS IS BAD..."

...THIS IS VERY BAD.

177A BLEECKER STREET, NEW YORK CITY...

SOMETHING IS AMISS, DOCTOR?

YES, WONG. THE *ORB OF AGAMOTTO* SHOWS A GREAT *WRONGNESS* IN THE CITY OF CHICAGO.

A SINGLE FLARE OF *TERRIBLE* POWER --!

AN ANCIENT *ARTIFACT* HAS FALLEN INTO UNSCHOOLED HANDS.

UNSCHOOLED...?

EXPERIENCED MYSTICS WOULD HAVE ATTEMPTED TO *MASK* THEIR ACQUISITION OF THE ARTIFACT.

AND YET, I CANNOT FURTHER TRACK THE ARTIFACT *ITSELF*... CLEARLY, IT CARRIES INNATE MYSTIC SHIELDS OF GREAT POWER.

THOSE WHO NOW HOLD THIS ARTIFACT DO NOT UNDERSTAND IT. THEY MUST BE FOUND, ELSE ITS POWER WILL THREATEN THE *ENTIRE WORLD!*

IS THERE ANY WAY I CAN ASSIST?

YES, WONG. STAND WATCH OVER MY BODY. IF I AM TO FULFILL MY RESPONSIBILITIES...

...I MUST FIRST CONSULT WITH AN EVEN GREATER MAGE...!

WITH A MENTAL DISCIPLINE HONED THROUGH YEARS OF STUDY, THE GAUNT MAN CONCENTRATES... RELEASING HIS CONSCIOUSNESS FROM HIS MOTIONLESS BODY.

AS IF A GHOST, HIS ASTRAL FORM PASSES THROUGH THE WINDOW OF THE ARCANE OLD GREENWICH VILLAGE TOWNHOUSE! SUCH IS THE POWER OF...

DOCTOR STRANGE

MASTER OF THE MYSTIC ARTS!

INVISIBLE TO THE EYES OF THOSE ON THE STREETS BELOW, STRANGE'S ASTRAL FORM SOARS SKYWARD, UNBOUND BY PHYSICAL LAWS.

TRAVELING WITH THE SPEED OF THOUGHT, HE ARRIVES IN A MATTER OF SECONDS...

ANCIENT ONE --!

I KNOW, STEPHEN STRANGE...

...A GREAT *EVIL* HAS BEEN UNLEASHED UPON OUR WORLD. I SENSED THE DISTURBANCE, EVEN AS DID YOU.

THAT WHICH YOU SEEK IS THE FABLED *LANTERN OF LANTARR!*

...AT A SOLITARY RETREAT HIDDEN DEEP IN THE HIMALAYAN MOUNTAINS, WHEREIN DWELLS HIS CENTURIES-OLD MENTOR...

IT HAS INDEED COME INTO THE POSSESSION OF NON-BELIEVERS. BUT A POWER *BEYOND* THAT OF THE LANTERN HAS BECOME INVOLVED, AS WELL...

...A POWER CONCEALED EVEN FROM MYSELF!

FROM *YOU,* ANCIENT ONE?

I AM AS MORTAL AND AS *FALLIBLE* AS YOU, MY SON. THERE IS LITTLE I CAN DO IN THIS MATTER. BUT FEAR NOT...

"...YOU *WILL* HAVE HELP!"

WHUD NNGH!

GUESS WHO?

THE QUEENS BOULEVARD QUIK-STOP...

IT'S SPIDER-WULGH

NO, NO, -- "IT'S SPIDER-MAN!" -- MORE OF AN *M* SOUND!

TRY PUTTING YOUR LIPS TOGETHER! CAN YOU DO THAT? HERE --

-- LET ME HELP!

Snap Crackle Pops

$ale

MMMUGH--!

BETTER! MUCH BETTER!

HE'S CRAZY!

HE'S DEAD! I'LL --!

HEY! DON'T YOU KNOW IT'S IMPOLITE TO *POINT*?!

BAD GOON! *BAD!*

BAM

BOOK

WAPT

AH, *YES!* YOU CAN DO SO MUCH WITH A FEW HANDY HOUSEHOLD ITEMS!

WAM

THANK YOU, SPIDER-MAN. THESE THREE'VE BEEN TRYIN' T'MAKE ME PAY PROTECTION FOR THE PAST MONTH!

GLAD I HAPPENED BY. JUST BE SURE TO CALL THE POLICE AND PRESS CHARGES, YA HEAR?

THWIP

YOU BET!

BOY, YOU ARRIVED JUST IN TIME!

THAT'S ME, LIKE A STREAK OF... TIME?!

WHAT TIME IS IT?! OH, MAN! I GOTTA GO!

LUNCH BREAK'S ALREADY OVER! IF I DON'T HUSTLE, I'LL BE LATE FOR CLASS!

WHY DO I GET MYSELF INTO THESE FIXES? IF I HADN'T BUGGED OUT TO PLAY SPIDER-MAN--!

AW, WHO'RE YOU KIDDING, PARKER? YOU'RE NOT *"PLAYING!"* FACE IT, NOTHING'S BEEN THE SAME...

"...SINCE THE *ACCIDENT* AT THE GENTECH SCIENCE LAB.

"BETWEEN THE RADIATION AND THE SPIDER BITE, IT'S A MIRACLE I EVEN *LIVED!*

"BUT I DID BETTER THAN THAT... I BECAME *STRONGER... FASTER!*

"I WASN'T JUST PETER PARKER ANYMORE...

"...I WAS THE *AMAZING* SPIDER-MAN!

KBTV

"YEAH, *REAL* AMAZING!

"I GOT SO CAUGHT UP IN BEING A CELEBRITY, I COULDN'T BE BOTHERED BY REAL LIFE...

STOP HIM!

YOU YOUNG IDIOT! WHY DIDN'T YOU STOP HIM?

HEY, YOU DO YOUR JOB, AND I'LL DO MINE!

"OH, YEAH. I WAS HOT STUFF, ALL RIGHT.

"BUT THEN, MY UNCLE BEN WAS SHOT... KILLED... RIGHT BEFORE AUNT MAY'S EYES.

"THEY WERE THE ONLY FAMILY I'D EVER KNOWN.

"AND WHEN I TRACKED THE KILLER DOWN...

"...IT WAS THE CREEP I HADN'T STOPPED.

"BECAUSE OF *ME,* UNCLE BEN WAS DEAD.

"I VOWED THAT NO ONE ELSE WOULD *EVER* COME TO HARM BECAUSE SPIDER-MAN HAD FAILED TO ACT!

"SINCE THEN, I'VE FACED ONE *HARD CASE* AFTER ANOTHER...

"...THE *VULTURE*...

"...DOCTOR OCTOPUS...

"...ELECTRO... COMMANDA...

"...SANDMAN... THE SCORCHER...

"...THE GREEN GOBLIN...

"...AND THEN, THERE'S GUYS LIKE *HAWKEYE*--

"-- I'M NOT SURE *WHOSE* SIDE HE'S ON... BUT IT SURE WASN'T *MINE!* OH, WELL..."

...NO ONE EVER SAID THIS WOULD BE EASY.

BUT NOW, I GOTTA HURRY OR I'LL BE LATE FOR 5TH PERIOD...

NICE OF YOU TO JOIN US, MR. PARKER! SPRING BREAK MAY BE IMMINENT, BUT THAT DOESN'T MEAN TODAY'S CLASS IS OPTIONAL.

SORRY, MRS. WINTERHALTER. I WAS HELPING...

YES, YES... I'M SURE YOU HAVE A GOOD EXCUSE. IN LIGHT OF YOUR GRADES, I SUPPOSE I CAN OVERLOOK YOUR TARDINESS... *THIS TIME!*

TALK ABOUT A CHARMED LIFE!

TEACHER'S PET!

REALLY!

SOON AS 3 O'CLOCK ROLLS AROUND...

GOT ANY BREAK PLANS, FLASH?

TELL YA THIS, JASE --

-- I'M NOT DOIN' *ANYTHING* THAT INVOLVES USIN' MY BRAIN!

TOO BAD...

...I REALLY WANTED TO SPEND SOME TIME AT THE WHITNEY--!

YOU WANNA WASTE SPRING BREAK ON *MUSEUMS?*

I'M DYIN'!

WHAT'S GOT INTO YOU, LIZ? YOU COMIN' DOWN WITH *TOXIC PARKER SYNDROME?!* AND SPEAKIN' OF PUNY PARKER...

...HEY, BOOKWORM! HOW YA SPENDING YOUR VACATION?

GONNA READ AHEAD IN YOUR PHYSICS BOOKS?

OR MAYBE SPEND THE WEEK STARING THROUGH THE WINDOWS AT YOUR BELOVED TEST-TUBES?!

DON'T BE SO MEAN!

ACTUALLY, FLASH, I HOPE TO SNAP MORE PICS OF YOUR HERO SPIDER-MAN, AND SELL 'EM FOR BIG BUCKS!

SERIOUSLY, PETER, WHAT ARE YOUR PLANS? THERE'S A GREAT NEW EXHIBIT IN TOWN...

SOUNDS NICE, LIZ. BUT I DO NEED TO GET AHEAD ON MY READING.

I CAN'T BELIEVE I SAID THAT. A YEAR AGO, MY BRAIN WOULD'VE FALLEN OUT IF LIZ ALLAN EVEN LOOKED AT ME. NOW THAT I'M SEEING BETTY BRANT... *NOW* LIZ WANTS TO TALK...

...WHY DOES LIFE HAVE TO BE SO COMPLICATED?

I WISH I *COULD* KICK BACK AND HAVE A LITTLE FUN --

-- BUT I CAN'T SQUANDER THIS BREAK... NOT AS TIGHT AS MONEY IS RIGHT NOW!

HELLO, PETER DEAR. HOW WAS SCHOOL?

SAME AS USUAL, AUNT MAY.

ARE YOU *KNITTING* AGAIN? YOU'LL STRAIN YOUR EYES!

OH, PIFFLE! THIS IS YOUR *BREAK* FOR GOODNESS SAKE! YOU SHOULD BE RELAXING...

...NOT WORRYING ABOUT *ME!*

BUT--!

AH-AH! NO BUTS! I BAKED SOME COOKIES TODAY.

GO ON... ONE WON'T SPOIL YOUR DINNER!

WHEN I THINK OF ALL SHE'S SACRIFICED FOR ME OVER THE YEARS... I HAVE TO MAKE IT UP TO HER SOMEHOW!

THIZ ZIZ GRT!

DON'T TALK WITH YOUR MOUTH FULL, DEAR.

SORRY.

ANOTHER CULINARY TRIUMPH! *YOU MUST GEEVE ME ZEE FORMULA! WEETH EET, WE WEEL RULE ZEE WORLD!*

YOU SCAMP! GO SET THE TABLE!

THE NEXT MORNING...

BUGLE

BETTY? HEY, BETTS...

...WHAT'S *WRONG?* YOU'RE NOT STILL MAD--?

MAD?! WHY WOULD *I* BE MAD?

I DON'T CARE IF YOU'D RATHER SEE YOUR LITTLE FRIEND LIZZIE--!

BETTY, I'M *NOT* DATING LIZ! SHE'S JUST IN SOME OF MY CLASSES, THAT'S ALL!

PARKER! WHAT'RE *YOU* DOING HERE?

THIS ISN'T A HOME FOR USELESS LAYABOUTS! WHY AREN'T YOU IN SCHOOL?

-SIGH-

IT'S SPRING BREAK, MISTER JAMESON. I DON'T HAVE ANY CLASSES FOR A WEEK.

AND I WAS SORT OF HOPING I COULD GET A PHOTO ASSIGNMENT.

I DON'T DOLE OUT CHARITY ASSIGNMENTS. NOT WHEN I HAVE FULL-TIME *PROFESSIONALS* ON CALL!

SPEAKING OF WHOM... MISS BRANT, I NEED SHELDON OR CHAMBERS FOR THE PARK AVENUE KIDNAPPINGS STORY!

UNAVAILABLE, MISTER JAMESON. YOU SENT THEM OUT TO THE COAST, REMEMBER?

HMMPH! WELL THEN, PARKER, I GUESS YOU MIGHT--!

PARKER? WHERE'D HE GO?

KIDS THESE DAYS! WHY CAN'T THEY STAY IN ONE PLACE?

HE WANTS PIX?

I'LL GET 'IM PIX!

TWO DAYS LATER...

NUTS!

I'VE BEEN UP AND DOWN THE AVENUE SO MANY TIMES, I'VE LOST COUNT -- AND ALL I'VE SPOTTED IS A DOZEN JAYWALKERS AND FIFTEEN ILLEGAL TURNS!

MAYBE THIS KIDNAPPING RING HAS MOVED ON...?

HELLO? WHAT'S THIS?!

COULD JUST BE SOME CITIZENS ADMINISTERING THE HEIMLICH MANEUVER... BUT SOMEHOW I *DOUBT* IT!

OKAY, LITTLE *SPIDER-CAM*, GET ME SOME GOOD SHOTS!

HOLD IT! I DON'T THINK THE LADY WANTS THE PLEASURE OF YOUR COMPANY!

SP-SPIDER-MAN?!

YOU DON'T SCARE US! NOT AS LONG AS WE GOT *THIS!*

HEY! DO YOU HAVE A PERMIT FOR THAT THING?!

CHTOOW

WHAT *IS* THIS?!

ENTER AT OWN RISK

KTAMM

OMIGHOD OMIGHOD OMIGHOD

NO *ORDINARY* KIDNAPPING, THAT'S FOR SURE!

WHAT IS THE MATTER WITH YOU?

GOING AROUND, FIRING BEAMS LIKE A CRAZY PERSON!

THING LIKE THAT COULD BE DANGEROUS!

HOW TOUGH ARE YOU *WITHOUT* IT?

THWUD

YEAH -- BIG, TOUGH MAN! GOING 'ROUND, SCARING NICE LADIES!

DOES YOUR *MOTHER* KNOW YOU DO THAT?

'S GONE BAD, JACKIE! LET'S SPLIT!

NO. GONNA FLATTEN THIS SHRIMP FIRST!

"TOR WANNA FIGHT," HUH?

OKAY, CURLY, GIVE ME YOUR BEST SHOT!

WE GOT *NO TIME* FOR THIS, JACKIE!

WE ARE *OUTTA HERE!*

UMUMUMUMUM

YOW!

WHUMF

WHOA!

WHO *WERE* THOSE GUYS!

OH WELL, AT LEAST I STOPPED A KIDNAPPING...

"...AND GOT SOME PICTURES!"

GOOD WORK, M'BOY! YOU REALLY CAME THROUGH FOR ME!

HOW DID YOU SPOT THIS KIDNAP ATTEMPT?!

OH, YOU KNOW, J.J. -- SHARP EYE, A GOOD VANTAGE...

...LUCK!

CONGRATULATIONS, PETER! I HAVEN'T SEEN HIM SO HAPPY IN WEEKS!

WELL, I DON'T CARE HOW YOU DID IT -- THIS SHOT DEFINITELY LINKS SPIDER-MAN WITH THE KIDNAPPERS! YOU DESERVE A LITTLE SOMETHING EXTRA FOR THIS!

MISS BRANT, SEE THAT PARKER GETS ONE OF OUR DAILY BUGLE TOTE BAGS!

YOU'RE TOO KIND.

BESIDES, IT LOOKED TO ME LIKE SPIDER-MAN WAS *FIGHTING* THE KIDNAPPERS!

JUST A FALLING OUT AMONGST CRIMINALS! HAPPENS ALL THE TIME! I'M SURE THE WOMAN'S REPORT WILL BEAR ME OUT!

BRING ME MORE LIKE THESE!

I CAN'T WIN.

PETER? I'VE BEEN THINKING THAT...

...WELL, MAYBE I'VE BEEN UNFAIR TO YOU LATELY.

I HAVE TO WORK TOMORROW, BUT WE COULD HAVE LUNCH TOGETHER.

TOMORROW? GEE, WISH I COULD, BETTS, BUT...

BUT...? GO ON...

...I... SORT OF HAVE PLANS--!

OF COURSE YOU DO. IT'S *SPRING BREAK*, AFTER ALL. I'M SURE THERE ARE *PLENTY* OF GIRLS YOU'D RATHER HAVE FUN WITH!

ENJOY YOURSELF, PETER. I'M SURE YOU WILL... WITH OR WITHOUT ME!

BETTY, WAIT--!

GREAT, JUST GREAT!

SPIDER-MAN NEEDS TO FIND THOSE KIDNAPPERS, BUT THERE'S NO WAY I CAN TELL *YOU* THAT!

DARN SECRET IDENTITY! THE HUMAN TORCH NEVER HAS PROBLEMS LIKE THIS!

EVENING...

CAN'T FIGURE THOSE KIDNAPPERS OUT. THAT *GIZMO* THEY USED LOOKED LIKE SOMETHING FROM FU MANCHU'S RUMPUS ROOM! WHERE'D THEY GET A THING LIKE THAT?

AND WHAT AM *I* DOING SO FAR DOWN-TOWN?

FUNNY... IT'S ALMOST AS IF SOMETHING'S *DRAWING* ME TO THE *VILLAGE.*

SPIDER-SENSE IS SUDDENLY BUZZING LIKE NOBODY'S BUSINESS!

WHAT POSSIBLE DANGER COULD BE *HERE...*

...ASIDE FROM OVERPRICED COFFEE BARS?

SPIDER-MAN...

WHA--?!

WH-WHO--?!

I AM *DOCTOR STRANGE* -- AND I HAVE SUMMONED YOU HERE. I NEED YOUR ASSISTANCE!

STRANGE, HUH?

WELL... YOU OBVIOUSLY DON'T NEED ME TO HELP KEEP YOU FROM FALLING.

MIND TELLING ME HOW YOU *DO* THAT?

DO WHAT?

FLOAT... IN MIDAIR!

MAGIC.

OKAY, IF YOU DON'T WANT TO TELL ME --!

THIS IS NO TIME FOR FRIVOLITY, YOUNG MAN! AN UNSPEAKABLE *POWER* IS AT LARGE... A POWER *YOU* HAVE RECENTLY ENCOUNTERED! YOUR AID WILL BE REQUIRED TO STOP IT.

WAIT-A-MINUTE...

...DOCTOR *STEPHEN* STRANGE? I READ AN ARTICLE ABOUT YOU... A MAGAZINE CALLED YOU *"MASTER OF THE PSYCHIC ARTS"*...!

MYSTIC ARTS! AND ONE SHOULD NOT BELIEVE EVERYTHING THAT APPEARS IN THE POPULAR PRESS.

TELL ME ABOUT IT! BUT IF YOU'RE SUCH A HOTSHOT MYSTIC, WHY DO YOU NEED *ME?*

THE POWER OF *LANTARR* HIDES FROM ME... BUT ITS *TAINT* CLINGS TO YOU LIKE A LIVING THING!

IT DOES?! I KNEW I SHOULD HAVE SHOWERED!

THIS IS A SERIOUS MATTER, SPIDER-MAN!

IF YOU SAY SO. THIS POWER WOULDN'T BE HOUSED IN A *LANTERN,* WOULD IT? ABOUT THE SIZE OF A TOASTER?

IT WOULD INDEED!

THEN I'M ALREADY LOOKING FOR IT -- AND THE GOONS WHO HAVE IT! BUT IF *YOU* CAN'T FIND IT, WHAT CHANCE DO *I* HAVE?!

SINCE YOU HAVE ALREADY ENCOUNTERED THE LANTERN, MY MAGIC CAN ATTUNE YOUR SENSES TO ITS TAINT!

WHAT, YOU'RE GOING TO GIVE ME A *"LANTERN SENSE?!"*

IN A MANNER OF SPEAKING. AND ONCE YOU FIND IT, A THOUGHT WILL BRING ME TO YOU!

DO TELL.

AND PEOPLE THINK I'M WEIRD! STILL, IF IT'LL HELP FIND THE KIDNAPPERS --!

OKAY, DOC, I'M *IN!* WHAT DO I HAVE TO DO...?

ELSEWHERE...

KNOCK KNOCK KNOCK

WELL?

WE HAD TROUBLE. SPIDER-MAN --!

YOU WIELD THE POWER OF THE LANTERN. DEAL WITH HIM!

I WANTED TO, BUT MOSE, HE --!

SHADDAP! WE NEVER COUNTED ON RUNNIN' INTO SPIDER-MAN. HE AIN'T HUMAN! WE WANNA TURN IN THE LANTERN AND MOVE ON --!

THAT IS NOT ALLOWED. THE LANTERN CHOSE YOU! YOUR FATE IS BOUND TO IT... AND THROUGH IT, MINE TO YOURS!

NOW GO! AND DO NOT FAIL ME AGAIN!

SLAM

IT GALLS ME TO RELY ON SUCH FOOLS! TO THINK THAT I SEARCHED FOR THAT LANTERN FOR YEARS --

-- ONLY TO WATCH -- TOO LATE! -- AS IT FELL INTO THE HANDS OF THOSE TWO! AT LEAST THE LANTERN SEEMS WILLING TO WORK WITH ME THROUGH THEM!

AND THEY HAVE BEEN REASONABLY USEFUL...

...BUT NOW -- *NOW!* -- THEY'RE AFRAID OF SOME MASKED *LOON* WHO STICKS TO WALLS! WERE I NOT STILL WEAKENED --

-- FROM MY LAST ENCOUNTER WITH DOCTOR STRANGE, *I'D* GIVE THEM SOMETHING TO FEAR! YES... IF NOT FOR STRANGE, I COULD HAVE *WRESTED* THE LANTERN FROM THEM...

...BUT NO MATTER! BEFORE LONG, I SHALL POSSESS ALL THE *POWER* I COULD EVER WANT!

OH, MIGHTY *PATRON...ENIGMA, MOST POWERFUL...* HEAR THE WORDS OF *BARON MORDO!*

SOON MY *OFFERING* SHALL BE READY! PRAY, TELL ME...

...ONCE MADE, WILL YOU GRANT ME THE POWER TO **CRUSH** MY FOES?!

IF THE OFFERING IS ACCEPTABLE, MORDO, THE POWER WILL BE YOURS...

FOREST HILLS. THE NEXT MORNING...

PETER, IT'S NEARLY *TEN!* YOU'LL SLEEP YOUR VACATION AWAY!

WELCOME

HMMM?

YOU SHOULD BE *UP*, OUT IN THE FRESH AIR! *PETER!*

OKAY, *OKAY!* I'M *UP!*

GOOD! I'M MAKING FRENCH TOAST... IT'S JUST THE THING FOR A LATE BRUNCH!

AUNT MAY, YOU'RE THE *BEST!*

THREE HELPINGS OF FRENCH TOAST LATER...

GOOD THING AUNT MAY DIDN'T CATCH ME SNEAKING IN THIS MORNING! I MUST'VE BEEN UP ALL NIGHT LOOKING FOR THE KIDNAPPERS!

THOSE GOONS MUST REALLY BE HOLED UP. DOC STRANGE'S SPELLS SURE WEREN'T MUCH HELP!

NY NIY

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MAGIC SPELLS! WHAT WAS I *THINKING?*

THAT A GUY WHO CAN *LEVITATE* MIGHT BE ABLE TO HELP ME, THAT'S WHAT! HE *SEEMED* LIKE THE REAL THING... OF COURSE, SO DID *MYSTERIO* AT FIRST!

WELL, I CAN'T LET ONE DEAD END STOP ME! I HAVE TO FIND THOSE KIDNAPPERS -- AND GET SOME MORE PHOTOS! I'D LIKE TO BUY SOMETHING NICE FOR AUNT MAY, AND THAT TAKES *CASH!*

THINK I'LL TAKE THE SUBWAY INTO TOWN. SPIDER-MAN HASN'T HAD MUCH LUCK SWINGING FROM THE ROOFTOPS... MAYBE PETER PARKER CAN FIND SOMETHING JUST WANDERING...

"...THE STREETS OF MIDTOWN."

LIZ, IF YOU DRAG US TO ONE MORE MUSEUM, MY HEAD'S GONNA BUST!

WHAT HE SAID!

CAN'T WE GO TO A *BALL GAME* OR SOMETHIN'?!

FLASH THOMPSON, MUST YOU BE SO ENTHUSIASTICALLY IGNORANT?! I SHOULD HAVE SPENT THE DAY READING WITH PETER --!

OOO, WHAT A CUT!

WHAT *IS* IT LATELY WITH YOU AND PARKER?

YOU CAN'T SERIOUSLY PREFER HIM TO *ME*?!

LIZ?

I'M NOT SPEAKING TO YOU!

HEY, FLASH! ISN'T THAT PARKER OVER THERE?

HUH?

HERE?

HEY, PARKER! WHAT HAPPENED TO YOUR *READING*?

FLASH? JASON... LIZ...?

OH, I FINISHED IT. THOUGHT I'D GO SOAK UP A LITTLE CULTURE.

YOU'VE HEARD OF CULTURE, HAVEN'T YOU?

HEY, I'VE BEEN WADING IN IT!

OUT OF YOUR DEPTH AGAIN, EH?

YOU THINK I CAN'T HANDLE IT?

FLASH, YOU'RE AS BRIGHT AS AN ALASKAN MORNING IN DECEMBER!

DON'T PAY THESE TWO ANY MIND, PETER! WHY DON'T YOU JOIN US?

WELL, LIZ... I...

IS THAT *PARKER* LOITERING UP AHEAD?

I THINK SO. *PETER?*

BETTY! WHAT BRINGS *YOU* HERE?!

HELLO, MS. BRANT!

MR. JAMESON HAD A MEETING IN THE AREA, AND I CAME ALONG TO TAKE NOTES.

ARE YOU AND... YOUR FRIENDS... ENJOYING YOUR BREAK?

PARKER, YOU WERE SUPPOSED TO BE GETTING ME MORE *PHOTOS* -- NOT LOLLYGAGGING AROUND!

ALWAYS PLEADING POVERTY, BUT DOES HE DO ANYTHING ABOUT IT?

ACTUALLY, I RAN INTO LIZ AND THE GANG JUST BEFORE YOU CAME ALONG.

REALLY!

IT'S JUST A WILD COINCIDENCE...

...AND YOU'RE NOT BUYING IT, ARE YOU?

IF YOU HAVE WORK TO DO, DON'T LET *US* STOP YA, PARKER!

Y'KNOW, ALL THOSE *KIDNAPPINGS* HAVE BEEN AROUND HERE! I'D'VE THOUGHT YOU'D BE SHAKIN' IN YOUR SHOES --!

FLASH, I--!

KIDNAPPINGS? THIS *IS* THE AREA, ISN'T IT?

MAYBE WE SHOULD *ALL* GO...
EH?
GETTING A WEIRD FEELING... THAT LANTERN'S NEARBY!
STRANGE'S SPELL -- IT'S WORKING! GOTTA CHECK THIS OUT!
GOOD IDEA, LIZ. IT'S NOT SAFE HERE. SEE YA!
WELL! *THAT* WAS ABRUPT!
YEAH, EVEN FOR PARKER.
STRANGEST LOOK ON HIS FACE.
REAL STRANGE!
IS HE ON *DRUGS?*
FLASH'LL PROBABLY NEVER LET ME HEAR THE END OF THAT! BUT I CAN'T LOSE THIS LEAD!
...COULD HAVE SWORN THAT WAS THE PARKER BOY, MARY JANE! PERHAPS WE SHOULD --!
LATER, AUNT ANNA. NEVER INTERRUPT --
"-- A MAN ON A MISSION!"
...PRETTY SURE HE WENT THIS WAY!
A SURE SIGN, I TELL YOU!! RUNNING OFF THAT WAY!
MR. JAMESON! PETER IS *NOT* ON DRUGS!
OH, NO! THEY'RE *FOLLOWING* ME?!
GOTTA LOSE THEM BEFORE--!

TOO LATE!

RUN! GET HELP!

THAT WOULDN'T BE A SMART THING TO DO, KID!

PARKER--! HEY! THAT GUY'S GOT A GUN!

OH, NO!

OKAY, NOBODY MOVE! I GOT A HAIR-TRIGGER ON THIS THING!

I MIGHT BE ABLE TO DISARM HIM BEFORE HE SHOOTS -- BUT I CAN'T PUT THE OTHERS AT RISK!

WE GOT US QUITE A CROWD HERE, JACKIE! I SAY WE TAKE 'EM FOR A LITTLE TRIP!

YEAH, TAKE 'EM ALL...

UMUMUMUM

WHUMF

OW!

WHAT... WAS *THAT?*

FEELS LIKE THE VARSITY'S PLAYING A SCRIMMAGE IN MY BRAIN!

OKAY, STRANGE, I FOUND YOUR DARNED LANTERN! WHERE *ARE* YOU?

WHERE'S EVERYBODY ELSE?

HELLO?

HEY!

WHAT?

...THE MEANING OF THIS?

MR. JAMESON?

OH...

OH, NO... NO... NO...

THIS CAN'T BE!

WHERE... *ARE* WE?

GOOD LORD!

OH, *MAN!*

UH, FLASH? I... I...

...I THINK I'M GONNA BE SICK...

C'MON, DOC! YOU SAID I JUST HAD TO *THINK* AND YOU'D COME RUNNING!

I'M THINKING AS HARD AS I *CAN*, DOC!

AWRIGHT, EVERYBODY LISSEN UP! *WE'RE* IN CHARGE HERE, *SEE?!*

Y-YES -- *YES!* WHATEVER YOU SAY!

HOW IS THIS POSSIBLE?!

MUST BE SOME HALLUCINATION.

Y-YOU OKAY, JASON?

YES. NO. I DUNNO.

I WOULDN'T CALL THIS REAL -- BUT IT'S NO HALLUCINATION!

THIS IS *CRAZY!*

MOSE! THAT KID'S PANICKIN'!

CRAZY!

LET ME OUTTA HERE!

PETER --!

LET 'IM GO! WE DON'T NEED 'IM!

HEH! WITHOUT US T'GUIDE 'IM, HE'LL BE LOST HERE *FOREVER!*

LOST?

F-FOREVER?

AW, GEEZ...

HATED TO BUG OUT ON THE OTHERS LIKE THAT, BUT THEY NEED MORE HELP THAN PETER PARKER CAN PROVIDE.

HOPE I'M UP TO IT.

BETTER PACK MY STREET CLOTHES ALONG WITH ME. IF I LEAVE 'EM HERE...

...I'M NOT SURE I COULD FIND 'EM AGAIN!

NOW, LET'S SEE --

-- IF I CAN CIRCLE AROUND AND SURPRISE THOSE GOONS!

MAN, WHAT A *MAZE!* IF A GUY WASN'T CAREFUL, HE COULD GET LOST IN HERE FOREVER!

NOT SURE HOW WELL MY SPIDER-SENSE WORKS IN THIS PLACE, BUT DOC'S SPELL MUST STILL BE WORKING! I CAN FEEL THE PULL OF --

"-- THE LANTERN!"

GO ON! KEEP IT MOVIN'!

LOOK!

MORE VICTIMS!

SO SOON?

SOON? BUT WE'VE BEEN HERE FOR SO LONG! HAVEN'T WE?

WHO KNOWS ANY-MORE?

I'M HUNGRY!
DO SOMETHING!
WHAT KINDA KIDNAPPING IS THIS?
JUST LET ME CALL MY BROKER! HE'LL COUGH UP WHATEVER RANSOM YOU WANT!
QUIET!
'LONG AS WE GOT THE LANTERN, I'M THE BOSS! S' DON'T GO MAKIN' DEMANDS!
YOU -- THE BOSS? DON'T MAKE ME LAUGH!
YOU'RE NOT THE BRAINS BEHIND THIS OPERATION!
HUH?
HOW'D --?
YOU CAN'T FOOL J. JONAH JAMESON! YOU'RE NOT SMART ENOUGH TO HAVE ENGINEERED THIS! OBVIOUSLY YOU'RE WORKING FOR SPIDER-MAN! ADMIT IT!!
I KNEW THAT WEB-HEADED JACKANAPES WAS NO GOOD! IT'S...IT'S TIME TO END THIS CHARADE!
I QUITE AGREE!
EH?
YOU ARE A CLEVER MAN, JAMESON. OF COURSE JACKIE AND MOSE COULD NOT HAVE CONCEIVED OF THIS OPERATION.
BUT THEY'RE NOT IN LEAGUE WITH SPIDER-MAN...

...THEY WORK FOR ME!

YOU? WHO IN BLAZES ARE YOU?!

AND WHY SHOULD I BELIEVE A WORD YOU --?

JAMESON...

MMMPH?!

...BE STILL!

NOW THEN... I AM BARON MORDO. AND YOU SHOULD FEEL HONORED --

YOU ARE AN *OFFERING* TO A GREAT MYSTIC POWER. AFTER I DELIVER YOU TO MY ENIGMATIC *PATRON,* I SHALL BE REWARDED WITH POWER BEYOND COMPARE.

W-WHAT'S GONNA *HAPPEN* TO US?

I PRESUME YOU'LL BE *ENSLAVED*...OR *SACRIFICED*... OR PERHAPS HAVE YOUR SOULS TORN FROM YOUR LIVING BODIES!

THAT IS NO CONCERN OF MINE... YOU ARE BUT A MEANS TO AN *END!*

OH, MAN... OH, MAN...

THIS CAN'T BE HAPPENING!

IT'S ALL MY FAULT! IF I HADN'T INSISTED ON GOING INTO THE CITY--!

NO WAY! IT'S NOTHING YOU'VE DONE! WE'LL GET OUTTA THIS SOMEHOW. IT'S GONNA BE OKAY! YOU'LL SEE.

IT'S GOTTA.

OF COURSE, IT SHALL... FOR *ME!*

HOLD THIS. AND TRY NOT TO SOIL IT!

YES, SIR.

PREPARING THEM FURTHER WILL BE SIMPLICITY ITSELF -- THEY ARE *FAR* TOO TERRIFIED TO PUT UP ANY FIGHT!

BY THE POWER UNDYING, BY THE FLAMES OF THE FALTINE, HEED THE WORDS NOW OF MORDO...

...CAN YOU SPARE ME A SALTINE?

WHAT?!?

NOT A *GREAT* RHYME -- BUT GIVE IT A GOOD BEAT AND YOU CAN *DANCE* TO IT!

WHO --?

IT'S JUST ME, YOUR FRIENDLY NEIGHBORHOOD *SPIDER-MAN!*

BUT I GOTTA SAY, THIS NEIGHBORHOOD AIN'T WHAT IT USED TO BE!

I'M HERE TO CONVINCE YOU TO LET THESE NICE PEOPLE GO... WHAT D'YA SAY?

MOSE... JACKIE...!

THAT'S WHAT I THOUGHT YOU'D SAY!

BY THE DEMONS OF DENAK AND NIRVALON'S STORMS, HEED ME NOW, LANTARR -- TWIST YOUR WIELDERS' FORMS!

GUUK!

GLIKK!

WHAT THE HEY --?!

I DO NOT BELIEVE THIS!

GRARHH!

HRRAURH!

YOU WEREN'T THE HANDSOMEST GUYS TO *BEGIN* WITH, BUT NOW--!

URRR!

WOK!

SWOK!

UH-OH! YOU DIDN'T *JUST* GET UGLIER, DID YOU?

NOPE.

THWOK

NICE TAIL!

FOR CATCHING ME NAPPING, YOU WIN -- A *BOOT TO THE HEAD!*

YOUR TURN, BIG GUY!

KRUK

OW!

I'M GONNA HAVE SORE KNUCKLES TOMORROW!

HRRAURH!

YOU AGAIN?! HEY--!

WATCH WHERE YOU *SWING* THAT THING!

WHUD

THEIR PUNCHES... SEEM TO DO... A LOT MORE DAMAGE... THAN MINE!

AND NO... RELIEF... IN SIGHT.

DON'T KNOW WHY... I EXPECTED DOC... TO SHOW UP HERE...

... WHEN I DON'T EVEN KNOW WHERE "HERE" IS!

TAKE HEART, SPIDER-MAN! YOU HAVE NOT BEEN ABANDONED!

BETTER LATE THAN NEVER, DOC --

-- BUT WHAT'S WITH THE "FRIENDLY GHOST" LOOK?

I COULD MORE QUICKLY FOLLOW YOUR TRAIL IN *ASTRAL FORM.*

MORDO! OF COURSE... I SHOULD HAVE SEEN YOUR HAND IN THIS!

BUT YOU DID NOT, STRANGE! AND IT GAVE ME *GREAT PLEASURE* TO HAVE MY MINIONS OPERATE WITHIN YOUR CITY... RIGHT UNDER YOUR VERY *NOSE!*

I TAKE IT YOU GUYS *KNOW* EACH OTHER?

ALL TOO WELL!

SERAPHIM'S SHIELD -- PROTECT ME!

WE STUDIED UNDER THE SAME MASTER. BUT MORDO CHOSE A *BASER* PATH!

I COULD BETTER DEAL WITH HIM, IF YOU WOULD--!

KEEP AFTER HIS BAD BOYS?

-=O-KAY=-

I'M USED TO DOING THE HEAVY LIFTING!

GO GET 'EM, SPIDER-MAN! YOU CAN DO IT!
SPIDER-MAN... MONSTERS... GHOSTS...!
AND PETER'S LOST OUT THERE SOMEWHERE!
SPIDER-MAN SEEMS TO KNOW THAT GHOST GUY. MAYBE THEY CAN SAVE US!
Eh?
SAVE US? SPIDER-MAN?! WHY, HE PROBABLY SET THIS UP JUST TO MAKE HIMSELF LOOK GOOD! HOW ELSE DID HE GET HERE?
THAT DOES IT!
LISTEN, FLATTOP--!
FLATTOP?!
I DON'T CARE HOW HE GOT HERE! RIGHT NOW SPIDER-MAN'S THE BEST HOPE WE HAVE! UNLESS MAYBE YOU WANNA FIGHT THOSE MONSTERS?
YOU ARE A FOOL, STRANGE -- SQUANDERING A SPELL JUST TO LET THESE INFERIORS SEE YOUR ASTRAL BODY!
ENERGY EXPENDED --

-- ON BEHALF OF AN ALLY IS *NEVER* SQUANDERED! AND NON-MYSTICS ARE *HARDLY* OUR INFERIORS!

NO!

YOU ARE THE FOOL, MORDO! YOU, WHO HAVE SQUANDERED YOUR TRAINING IN YOUR QUEST FOR POWER AND GLORY!

YOU... YOU CANNOT BEST *ME,* STRANGE! I AM *STRONGER* THAN YOUR ECTOPLASMIC FORM!

ARE YOU NOW?

THEN WHY DO YOU *RETREAT?*

HERE, WHERE THE BARRIERS BETWEEN WORLDS ARE THIN, I STILL HAVE A CHANCE --!

R-RETREAT? HAH!

THIS IS BUT A *STRATEGIC WITHDRAWAL!*

AND WHEN I RETURN, I SHALL POSSESS POWER BEYOND YOUR *IMAGINING!*

MORDO, WHERE--?

I TRAVEL WHERE YOU DARE NOT FOLLOW, STRANGE!

I GO TO EMBRACE...

... THE GREAT... ENIGMA?

WHO DARES ENTER -- UNSUMMONED! -- THE DOMAIN OF THE DREAD DORMAMMU?!

D-DORMAMMU? Y-YOU ARE THE GREAT ENIGMA..?

Y-Y-YES... OF COURSE, YOU WOULD BE --!

I ASKED YOU A QUESTION, WORM!

I-IT IS *I*... BARON MORDO!

'TIS I WHO DID ONCE EVOKE YOUR POWER AGAINST THE *ANCIENT ONE*... I WHO NOW SEEK THAT POWER --

-- TO VANQUISH HIS DISCIPLE... MY RIVAL, DOCTOR STRANGE!

I CARE NOTHING OF THIS, MORDO! MY BARGAIN WAS WITH YOU --

-- FOR AN *OFFERING* I HAVE YET TO SEE! **WHERE** IS IT?

SOON! YOU SHALL HAVE IT SOON --!

"SOON?!" YOU HAVE *FAILED* ME, MORDO!

BEGONE --

--AND DO NOT RETURN!

NO, DORMAMMU! NO...

GOOOOOOO

MEANWHILE...

DOC? Oh, D-O-C!

TURN YOUR BACK FOR A MINUTE --

RRFFF

HRRAHR?

-- AND HE'S GONE!

HEY!

DON'T YOU *EVER* TRIM THOSE NAILS?

AW, IS THAT TAIL WAGGING FOR ME? GOOD BOY!

?

TOP OF THE NINTH -- ONE MAN ON -- AS SPIDER APPROACHES THE PLATE!

HE SWINGS--!

AND THE CROWD GOES WILD!

KRAK!

WHAT A *HIT!* IT'S HEADED FOR --!

Oh, NO!

THE LANTERN!

KATHOOM

WE'LL *NEVER* GET OUT OF HERE NOW!

NOT SO!

WHA--?!

DON'T SNEAK UP ON ME LIKE THAT!

SORRY.

MORDO IS... NO LONGER A CONCERN.

AND I SUSPECT THAT THE LANTERN *CHOSE* THIS *"ENDING"*...

"... BUT THERE ARE OTHER WAYS OUT OF THE LABYRINTH!"

THAT'S IT! JUST FOLLOW THE *FLYING SORCERER!*

HOW MUCH LONGER, DOC? THESE GOONS WEIGH A *TON!*

WE WILL BE THERE *SHORTLY!* EVERYONE STAY ON THE *PATH,* AND YOU WILL COME TO NO HARM! ON THAT YOU HAVE MY *WORD!*

Y'SEE, JAMESON? SPIDER-MAN CAME THROUGH FOR US, JUST LIKE I SAID HE WOULD!

Hmmph! SEEMS TO ME THAT IT'S THIS... *GHOST-DOCTOR* THAT'S LEADING US TO SAFETY!

Oh, YEAH? WELL, WHO'S HE *WORKING* WITH? SPIDER-MAN, *RIGHT?* AND WHO RISKED HIS HIDE TO STOP THOSE MONSTER GUYS?

SPIDER-MAN!

AND HE DID IT ALL FOR A BUNCHA *STRANGERS!* IF *THAT'S* NOT A HERO, WHAT IS?!

YES... I HATE TO ADMIT IT, BUT...

...HE *IS* A HERO.

DID I *HEAR* THAT RIGHT?! JAMESON SAID THAT? **JAMESON?!**

HALLELUJAH! THERE MAY BE HOPE FOR ME YET!

WAIT! WHAT ABOUT *PETER* --?!

Uh... DON'T WORRY ABOUT PARKER, Ms. BRANT...

...I'VE ALREADY TAKEN CARE OF HIM!

DON'T STOP NOW!

YES. JUST A LITTLE FARTHER...

...AND YOU ARE *HOME!*

YES!

HAH-HA-HA!

YOU *DID IT*, DOC. THANKS...

NEVER THOUGHT I'D TOUCH SOLID GROUND AGAIN...

HOW LONG'VE WE BEEN GONE?

I'M HUNGRY.

WHAT'LL HARVEY SAY?

THEY'LL NEVER BELIEVE ME!

HOW DO WE REPORT THIS?

STILL CAN'T BELIEVE IT... IT WAS ALL... SO TERRIBLE...

DID I THROW UP?

Shh! S'OKAY.

SAY, DOC, THEY'RE ALL PRETTY SHAKEN UP. ISN'T THERE SOMETHING YOU COULD DO FOR THEM?

SUCH AS?

WELL, I DON'T KNOW -- YOU'RE A *MAGIC GUY*, YOU CAST SPELLS AND STUFF. COULDN'T YOU, I DUNNO --

-- MAKE THEM *FORGET* THIS EVER HAPPENED, OR SOMETHING?

YES, I CAN. BUT YOU MUST REALIZE... THEY WILL FORGET YOUR HEROISM, AS WELL.

Oh.

ALWAYS A *CATCH*, ISN'T THERE?

ARE YOU *CERTAIN* THAT IS WHAT YOU WANT?

...

YEAH, THAT PLACE WAS NIGHTMARE ENOUGH...

... THEY DON'T NEED ANY MORE! GO AHEAD -- *DO IT!*

SO BE IT...

EH? WHO *ARE* THESE PEOPLE? WHERE'D *PARKER* GO?

THAT *WIMP?* PROBABLY RAN OFF TO HIS AUNTIE!

I HOPE HE'S OKAY...

I'M SURE YOU DO.

IT IS DONE, SPIDER-MAN.

SPIDER-MAN?

GONE ALREADY.

I SHOULD FOLLOW HIS *EXAMPLE*, AND LEAVE THOSE BELOW TO RESUME THEIR LIVES.

ALL THEY WILL RECALL NOW IS HAVING BEEN TAKEN PRISONER BY *THESE TWO!*

SPIDER-MAN WAS *RIGHT* -- THEY *ARE* HEAVY IN THIS FORM.

I MUST FIND THE PROPER INCANTATIONS TO RETURN THEM TO *NORMAL*... SO THEY CAN *ANSWER* FOR THEIR VARIOUS CRIMES.

SOMEDAY, I VOW, *MORDO* MUST ANSWER MORE FULLY FOR *HIS!*

HM. I JUST REALIZED - SPIDER-MAN LEFT SO HURRIEDLY I NEGLECTED TO REMOVE THE SPELL THAT MAKES MY ASTRAL FORM VISIBLE TO THOSE AROUND HIM.

BUT NO MATTER. IT WILL FADE NATURALLY, IN TIME. AND FOR NOW, AT LEAST, THE THREAT OF THE LANTERN OF LANTARR IS *OVER...*

"AND I HAVE FOUND A MOST COURAGEOUS *ALLY* IN THE AMAZING SPIDER-MAN

"BRASH AND FLIPPANT HE MAY BE, BUT I SENSE IN HIS YOUNG LIFE A RECENT *TRAGEDY*, PERHAPS GREATER EVEN THAN MY OWN.

"WHATEVER THE TRUTH MAY BE, SPIDER-MAN HAS A *VALIANT SPIRIT* TO MATCH HIS ASTOUNDING POWERS!

"CLEARLY, HE HAS ACCEPTED THE *GREAT RESPONSIBILITY* THAT GREAT POWER DEMANDS!"

SO IT IS WRITTEN...

THE END